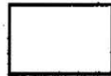


State of Delaware - Division of Corporations

CERTIFICATION SHEET - Fax# 302-739-3812



Priority 1
(One Hr)



Priority 2
(Two Hr)



Priority 3
(Same Day)



Priority 4
(24 Hour)



Priority 7
(Reg. Work)

SUBMITTER'S INFORMATION

Company/Firm or Individual's Name Environmental Protection Agency
 Return Address 1445 Ross Avenue
 City - State - Zip Dallas, TX 75202
 Attention: Lance Nixon GSF-TE
 Phone# 214-665-2203 Fax# _____
 E-mail address nixon.lance@epa.gov
 Account Number _____

DO NOT WRITE IN THIS SPACE

CERTIFICATION REQUEST INFORMATION

Name of Company/Entity Transcontinental Oil Company
 File Number 0085328

Type of Certificate Requested

- ☐ Certified Copy of All Charter Documents
☐ Certified Copy of Charter Documents, Restated Forward
☐ Certified Copy Filed on _____
☐ Short Form Good Standing (check if additional language req.)
 ☐ Tax reports filed
 ☐ Taxes paid to date
 ☐ No taxes assessed
☐ Long Form Good Standing (check if additional language req.)
 ☐ Tax reports filed
 ☐ Taxes paid to date
 ☐ No taxes assessed
☐ Certificate in RE: _____ (Type of Cert.)
☐ Apostille - Country _____
☐ Other _____

Check # _____ Total \$ Enclosed _____

METHOD OF RETURN

- ☐ Messenger/Pick up
☐ Express Mail Select Express Service
 Acct# _____
☒ Regular Mail
☐ Other _____
 Fax or E-mail is not available

COMMENTS/FILING INSTRUCTIONS

All documents on file
 Incorporation, amendments,
 mergers etc..
 \$78 Plain copies

CREDIT CARD INFORMATION

Type of Card (Visa, MasterCard, American Express or Discover Card Only)

CC# (b) (6)
 Expiration Date - (b) (6)
 Security Code (b) (6)
 VISA

INSTRUCTIONS

1. Visit corp.delaware.gov/cvrmemo.shtml for complete instructions on how to properly complete this memo.
2. Fully shade in the required Priority Square using a dark pencil or marker, staying within the square.

\$78



9420576



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

130990715

9983914

09-10-2013

ENVIRONMENTAL PROTECTION AGENCY, REGION 6
1445 ROSS AVENUE, 6SF-TE
DALLAS TX 75202

ATTN: LANCE NIXON

DESCRIPTION				AMOUNT
TRANSCONTINENTAL OIL COMPANY				
0085328	4100H Plain Copy History			
	0102S Incorp Delaware Sto	06-28-1919	8	24.00
	0240 Amendment; Domestic	11-03-1919	5	10.00
	0240S Amendment; Stock	02-29-1924	10	20.00
	0244 Reduction of Capita	07-15-1929	1	2.00
	0240S Amendment; Stock	07-15-1929	2	4.00
	0244 Reduction of Capita	11-30-1929	2	4.00
	0240S Amendment; Stock	03-07-1930	2	4.00
	0275 Dissolution	08-21-1930	5	10.00
	Plain Copy Fee			78.00
	FILING TOTAL			78.00
	TOTAL PAYMENTS			78.00
	SERVICE REQUEST BALANCE			.00

RECEIVED
13 SEP 18 PM 2:01
SUPERFUND DIV.
DIRECTOR'S OFFICE

CERTIFICATE OF INCORPORATION
of
TRANSCONTINENTAL OIL COMPANY

FIRST. The name of this corporation is
TRANSCONTINENTAL OIL COMPANY.

SECOND. Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company of America, No. 7 West Tenth Street, Wilmington, Delaware.

THIRD. The purposes or objects for which the Company is formed, any one or all of which it may carry on in any one or all of the States, Districts, Territories, Colonies or dependencies of the United States and in any and all foreign countries, subject to the laws thereof, are as follows:

To locate, purchase, lease or otherwise acquire and hold lands containing or believed to contain, petroleum or natural gas; and to enter upon all or any of said lands and to search and prospect therein for and to raise, produce and save therefrom, petroleum and natural gas.

To buy, sell and deal in petroleum or natural gas, and the products or by-products thereof.

To own, hold, construct or otherwise acquire and operate, refineries and works for the treatment and refining of petroleum and other oils.

To own, hold, construct or otherwise acquire and operate, warehouses, structures, works and plants for the storage of petroleum and other oils and the products and by-products thereof.

To own, hold, construct or otherwise acquire and operate, pipe lines, cars and other means for the transportation of petroleum and other oils, and natural gas, and the products and by-products thereof.

To own, hold, construct or otherwise acquire and operate, works, furnaces and plants for the extraction of all or any kind of carbo-hydrate liquids, carbons and all or any other substances and products now known or hereafter discovered to be obtainable from natural gas.

To acquire, own and operate, steamships, barges and lighters, including terminal facilities for all of such, for use in its business.

To manufacture, buy, sell, export, import and generally deal in gas meters, stoves, furnaces, engines and other appliances, apparatus and conveniences using gas, oil or the products or by-products of petroleum oil.

To acquire, have, hold, possess and enjoy lands in fee simple, or other less estate, for any or all the purposes above set forth.

To purchase, subscribe for, invest in, or otherwise acquire, own, hold and possess, and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the Capital Stock of, or any bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness created by any other corporation or corporations, association or associations, private or

public, or quasi-public, of this State or any other State or territory or dependency of the United States, or of the District of Columbia, or of foreign countries, and while owner of such stock, to exercise all rights, powers and privileges of individual ownership, including the right to vote thereon and with respect thereto, and to receive the dividends or payments thereon.

To lend money to, or to aid in any lawful manner whatsoever, any corporation or association now existing or hereafter to be formed, whose shares of Capital Stock, bonds, or other obligations or any part thereof, are held, owned or in any manner guaranteed by this corporation; and to do any and all lawful acts and things to protect, preserve and improve or enhance the value of any such shares of Capital stock, bonds or other obligations.

To guarantee the payment, both of principal and interest, of bonds or other obligations of, and the performance of any and all contracts and agreements entered into by, any corporation or corporations, a majority of the Capital Stock of which is owned by this Corporation at the time of making such guarantee.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

FOURTH. The total number of shares authorized is Two Million (2,000,000), which shares are without nominal or par value.

Such stock may be issued by the corporation

from time to time for such consideration as may be fixed from time to time by the board of directors thereof.

FIFTH. The number of shares with which this corporation will commence business is Ten (10).

SIXTH. The names and places of residence of the subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>Name.</u>	<u>Residence.</u>	<u>No. of Shares.</u>
P. B. Brow,	Wilmington, Del.	8
H. E. Knox,	Wilmington, Del.	1
S. E. Dill,	Wilmington, Del.	1

SEVENTH. This corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation, (other than the stock ledger) or any

of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors;

To designate by resolution two or more of its number to constitute an executive committee, which committee shall, for the time being, have and exercise such of the powers of the board of directors in the management of the business and affairs of this corporation as may be delegated by such resolution or by the by-laws of the Company, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have

power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TENTH. Each and every holder of the capital stock of the Company, by the acceptance of his certificate therefor, irrevocably waives and releases any and all right to subscribe to any of the capital stock at any time retained in the treasury of the Company, or to any increase thereof, or any part of the same, and consents to the issue and disposition of any stock in the treasury of the Company or of any unissued stock or of any increase thereof, to such persons and upon such terms and conditions as the Board of Directors, in their sole judgment and discretion, may from time to time determine.

ELEVENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the

General Corporation Law of the State of Delaware, being Chapter 35 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 27th day of June, A.D. 1919.

In presence of:

Harold E. Hill

[Signature] (SEAL)

[Signature] (SEAL)

[Signature] (SEAL)

STATE OF DELAWARE,

County of New Castle,

SS:

BE IT REMEMBERED that on this 27th day of
June, A.D. 1919, personally came before me, Herbert E.
Latter-----, a Notary Public for the State of Dela-
ware, (P. B. Drew, H. E. Knox and S. E. Dill, -----
-----, all the parties to
the foregoing certificate of incorporation, known to me
personally to be such, and severally acknowledged the said
certificate to be the act and deed of the signers respec-
tively, and that the facts therein stated are truly set
forth.

GIVEN under my hand and seal of office the
day and year aforesaid.

Herbert E. Latter

Notary Public.

TRANSCONTINENTAL OIL COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 29, 1933, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on June 28, 1933, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on June 28, 1933, in Certificate of Incorporation Record A, Volume 13, Page 18, etc.,
DOES HEREBY CERTIFY:

FIRST: That at a meeting of the board of directors of said TRANSCONTINENTAL OIL COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation for the purpose of amending certain of the objects for which the corporation was organized, as follows:

That the Certificate of Incorporation of said TRANSCONTINENTAL OIL COMPANY be amended by striking out the thirteenth paragraph of Article "THREE" of the Certificate of Incorporation, which now reads:

"To guarantee the payment, both of principal and interest, of bonds or other obligations of, and the performance of any and all contracts and agreements entered into by, any corporation or corporations, a majority of the Capital Stock of which is owned by this Corporation at the time of making such guarantee."

and by inserting in lieu thereof the following:

"To guarantee the payment, of both principal and interest, of bonds or other obligations of, of dividends upon the capital stock of, and the performance of any and all contracts and agreements entered into by, any corporation or corporations, a majority of the Voting Capital Stock of which is owned by this Corporation at the time of making such guarantee."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the above-said resolution of its board of directors, a special meeting of the stockholders of said TRANSCONTINENTAL OIL COMPANY was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of Pittsburg, State of Pennsylvania, on the 31st day of July, 1919, at 12 o'clock ~~noon~~ noon, at which more than a majority in interest of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by George J. Wolf and Edw. Kippax, two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted, the persons or bodies corporate holding more than a majority of the issued and outstanding capital stock of said corporation voting for said proposed amendment, to wit: 1,800,000 shares out of the total issue of 1,800,000 shares, were voted for said proposed amendment and no shares were voted against the same, all as appears by the duplicate certificates made by said Judges, one of which is hereto attached, marked "A", and made a part hereof.

IN WITNESS WHEREOF, said TRANSCONTINENTAL OIL COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by F. B. Parriott, its president and T. R. Cowell, its secretary, this 31st day of October 1919.

TRANSCONTINENTAL OIL COMPANY.

By [Signature] President.

By [Signature] Secretary.

STATE OF PENNSYLVANIA,

County of Philadelphia.

BE IT REMEMBERED that on this 21st day of October A. D. 1918, personally came before me, Florence F. Schwartz, a Notary Public in and for the County and State aforesaid, E. B. Parriott, President of TRANSCONTINENTAL OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said E. B. Parriott as such president, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation, that the signatures of the said president and of the secretary of said corporation to said foregoing certificate are in the handwriting of the said president and secretary of said Company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Florence F. Schwartz
Notary Public.

My commission expires - April 1st, 1923.

CERTIFICATE

To Mr. J. L. McQuinn

P. R. Correll

Secretary of TRANSCONTINENTAL OIL COMPANY

WE, THE UNDERSIGNED, George J. Fox and

Ernest K. Fox

DO HEREBY CERTIFY that at a special meeting of

the stockholders of said TRANSCONTINENTAL OIL COMPANY held on the

31st day of July, 1918, at 12⁰⁰ o'clock ~~midnight~~ noon,

to consider the resolution duly adopted by the board of directors of said Company at a meeting of said board duly held and convened, proposing and declaring advisable an amendment to the certificate of incorporation of said Company for the purpose of amending certain of the objects for which the corporation was organized, as hereinafter set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendment; that said proposed amendment was as follows:

"RESOLVED that the proposal of the board of directors that the certificate of incorporation of said TRANSCONTINENTAL OIL COMPANY be amended by striking out the thirteenth paragraph of Article "THIRD" of the Certificate of Incorporation, which now reads:

"To guarantee the payment, both of principal and interest, of bonds or other obligations of, and the performance of any and all contracts and agreements entered into by, any corporation or corporations, a majority of the Capital Stock of which is owned by this Corporation at the time of making such guarantee."

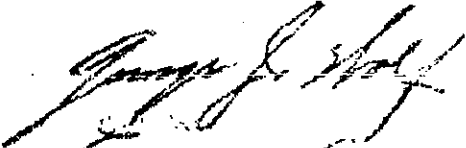
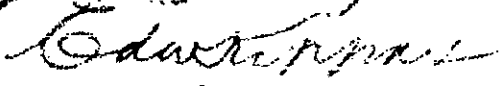
and by inserting in lieu thereof the following:

"To guarantee the payment, of both principal and interest, of bonds or other obligations of, of dividends upon the capital stock of, and the performance of any and all contracts and agreements entered into by, any corporation or corporations, a majority of the voting Capital Stock of which is owned by this Corporation at the time of making such guarantee."

and the same is hereby adopted and approved, and that said certificate of incorporation be and it hereby is amended accordingly."

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy was duly taken for and against said proposed amendment; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendment, and when said vote was completed we did count and ascertain the number of shares voted respectively for or against the proposed amendment and did find and declare that the persons or bodies corporate holding more than a majority of the issued and outstanding capital stock of said corporation voting for said proposed amendment, to wit: — 1,800,000 — shares out of the total issue of 1,800,000 — shares were voted for said proposed amendment and no shares were voted against the same.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto this 31st day of July, 1919.



Judges.

TRANSCONTINENTAL OIL COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on June 28, 1919, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on June 28, 1919, in Certificate of Incorporation Record 1, Volume 11, Page 18, etc.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said TRANSCONTINENTAL OIL COMPANY, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said corporation for the purpose of increasing its authorized capital stock by authorizing two hundred fifty thousand (250,000) shares of preferred capital stock of the par value of One Hundred Dollars each, and two million (2,000,000) additional shares of common capital stock without nominal or par value, as follows:

That the Certificate of Incorporation of said Transcontinental Oil Company be amended by striking out the fourth article of the said Certificate of Incorporation which now reads:

"FOURTH: The total number of shares authorized is Two Million (2,000,000) shares, which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof."

and by inserting in lieu thereof the following:

"FOURTH: The total authorized capital stock of this corporation is two hundred and fifty thousand (250,000) shares of preferred stock of the par value of One Hundred Dollars (\$100) per share, amounting in the aggregate to Twenty-Five Million Dollars (\$25,000,000), and four million (4,000,000) shares of common stock, which shares of common stock are without nominal or par value.

Said common stock, without nominal or par value, may be issued by the corporation from time to time, for such consideration as may be fixed from time to time by the Board of Directors thereof.

1. The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors, dividends from the net profits or surplus of the corporation, at the rate of seven per centum (7%) per annum, and no more. Said dividends shall commence to accrue from the date of the issuance of either temporary or permanent certificates representing said preferred stock, and shall be payable quarterly. The first dividend shall be payable September 1, 1924, and thereafter the dividend shall continue to be payable quar-

early on the first days of each successive December, March, June and September. Said dividends on the preferred stock shall be cumulative so that if the corporation shall fail in any fiscal year to pay said dividends in full, on all of the issued and outstanding preferred stock, said dividends shall thereafter be fully paid, but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever full cumulative dividends upon the preferred stock for all previous dividend periods shall have been paid, and the full installments for the then current fiscal year shall have been paid, or declared and a sum sufficient for the payment thereof set apart, the Board of Directors may without further distribution on the preferred stock in any such fiscal year, declare and pay dividends out of the remaining surplus or net profits of the corporation on the common stock.

2. Each share of the preferred stock shall entitle the holder thereof to ten votes, and each share of common stock shall entitle the holder of such common stock to one vote.

3. In the event of voluntary liquidation, dissolution, winding up of the corporation or sale of all of its assets, or in the event of any voluntary distribution of its assets to or among common stockholders, other than out of net profits or surplus of the corporation, there shall be paid to the holders of the preferred stock One Hundred and Ten Dollars (\$110.00) per share and all accumulated and unpaid dividends thereon including an amount equal to a dividend at the rate of seven per cent (7%) per annum from the last dividend date to the date of such payment, before any sum shall be paid to or any assets distributed among the holders of the common stock; and after such payment to the holders of the preferred stock the whole of the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common stock according to their respective shares.

4. In the event of involuntary liquidation, dissolution, or winding up of the corporation, or involuntary sale of all of its assets, there shall be paid to the holders of the preferred stock One Hundred Dollars (\$100.00) per share and all accumulated and unpaid dividends thereon, including an amount equal to a dividend at the rate of seven per cent (7%) per annum from the last dividend date to the date of such payment, before any sum shall be paid to or any assets distributed among the holders of common stock; and after such payment to the holders of the preferred stock, the whole of the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common stock according to their respective shares.

5. In the event of any merger or consolidation of the corporation there shall be paid to all holders of preferred stock who do not in writing waive such payment, One Hundred and Ten Dollars (\$110.00) per share and all accumulated and unpaid dividends thereon, including a dividend at the rate of seven per cent (7%) per annum from the last dividend date to the date of such payment before any such merger or consolidation shall be consummated, and upon such payment the holders of the preferred stock not so waiving shall cease to have any right in and to the corporation and its assets by reason of ownership of such preferred stock.

6. The corporation shall have the right to redeem all of the preferred stock or any part thereof, on any dividend date, at the option of the Board of Directors of the corporation, by paying therefor in cash, One Hundred and Ten Dollars (\$110.00) per share, together with all unpaid dividends accrued thereon to the date fixed for such redemption. If less than the whole of the outstanding preferred stock is to be redeemed, the amount to be redeemed and the method of selecting the shares to be redeemed shall be determined by the Board of Directors.

7. Notice of each such redemption shall be sent to the holder or

holders of record of the preferred stock to be redeemed by mailing the same to such holder or holders at their addresses as the same shall appear on the books of the corporation at least thirty (30) days prior to the date fixed for such redemption, and also by publishing such notice once a week for four successive weeks, the first publication to be not less than thirty (30) days prior to the date fixed for such redemption, in a newspaper published in the English language in the City of New York, State of New York, and a newspaper likewise published in the City of Pittsburgh, State of Pennsylvania. Such notice of redemption having been duly given, if on or before the redemption date named in said notice the funds necessary for such redemption shall have been set aside and shall be and continue available therefor, then, notwithstanding that any certificate or certificates for the shares of preferred stock called for redemption shall not have been surrendered for cancellation, the right of the holder or holders of such shares so called for redemption to receive dividends thereon shall cease and such shares shall not be transferable on the books of the corporation except to the corporation, and thereafter the holder or holders of such stock shall have no rights in or in respect of the corporation by reason of the ownership of the shares so called for redemption other than the right to receive the redemption price and all unpaid dividends accrued to the date fixed for such redemption, without interest, upon the surrender of the certificate or certificates for such stock. All preferred stock redeemed as hereinbefore provided shall be forthwith cancelled and shall not be re-issued and no stock shall be issued in lieu thereof or in exchange therefor.

8. The corporation shall not without the consent of the holders of two-thirds (2/3) in amount of the outstanding preferred stock expressed in writing or by their affirmative vote at a meeting called for that purpose, either (1) alter or change the preferences hereby given to the preferred stock or any of the provisions herein contained in respect of the preferred stock or create or issue any shares of stock which shall have any preference or priority over or any additional shares of stock which shall be on a parity with the preferred stock authorized to be issued by this certificate, or (2) create or permit the creation of any mortgage or other lien upon any property of the corporation, provided, however, that this provision shall not apply

(a) To purchase money mortgages, to the acquisition of properties subject to mortgages or other encumbrances or to the pledge of liquid or current assets for current loans in the regular conduct of the business of the corporation,

(b) To obligations of the Company to pay the purchase price of property to the extent that such purchase price is payable only out of production from such property of oil, gas, and/or other products, or the proceeds of such production, and/or mortgages, liens, or other encumbrances on such property, or such production or the proceeds thereof to secure such obligations,

(c) To obligations to pay royalties or other similar obligations payable either in kind or in cash out of production of oil, gas, and/or other products; or to obligations to pay to any predecessor in the title and ownership of any leasehold, any percentage or fraction, either in kind out of the production, or in money out of gross or net profit of development, operation, or sale thereof, provided such obligation shall have become effective against said leasehold estate at or prior to the acquisition thereof by the corporation,

(d) To liens or encumbrances created at any time upon marine equipment and/or tank cars or obligations secured thereby, whether for the purchase price or any part thereof,

(e) To obligations or guarantees, or mortgages, liens or other encumbrances in the nature of purchase money mortgages, liens or encumbrances given to the United States of America, or to any corpora-

than owned thereby in connection with any arrangements at any time entered into by the corporation therewith, or with any such department, agency, instrumentality or corporation, without any limitation as to the extent or maturity of such obligations or guarantees, or mortgages, liens or encumbrances, and further upon property acquired or to be acquired, from the United States, or from any department, agency or instrumentality thereof, or to improvements constructed or to be constructed thereon.

9. From time to time the authorized capital stock of the corporation may be changed and different classes of preferred stock may be created (except as hereinbefore limited) and the common stock may be increased or decreased, classified, changed from no par to par, or from par to no par, and all such stock may be issued in such amounts and proportions as may be determined by the Board of Directors and as may be prescribed by law.

10. No preferred stockholder shall be entitled by reason of ownership of preferred stock to share in any distribution of earnings, surplus, or capital of this corporation, except as hereinbefore expressly provided, or to subscribe for, purchase or receive any part of any new or increased or additional issue of the capital stock of this corporation, nor shall any holder of common stock by reason of such holding be entitled to subscribe for, purchase or receive any part of the Two Hundred and Fifty Thousand (250,000) shares of preferred stock by this certificate authorized, or any authorized increase thereof.

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said Transcontinental Oil Company was duly called and held in accordance with law and the by-laws of said corporation, at the office of the company Room 1408 Benedum-Trust Building, in the City of Pittsburgh, State of Pennsylvania, on the 28th day of February 1934, at eleven o'clock in the forenoon, at which meeting more than a majority in interest of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by Messrs. Wm. H. Weis and C. C. Pease, the two Judges appointed for that purpose by resolution of the Board of Directors; and that at said stockholders' meeting, by vote conducted as aforesaid, said amendment was adopted, the persons or bodies corporate holding more than a majority of the issued and outstanding stock of said corporation entitled to vote, voting for said proposed amendment, to-wit: 1109316 shares were voted for said proposed amendment and six hundred (600)

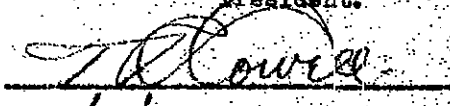
shares were voted against the same, there being two million (2,000,000) shares of common stock issued and outstanding, and entitled to vote, all as appears by the duplicate certificate made by said Judges, one of which is hereto attached, marked "A", and made a part hereof.

IN WITNESS WHEREOF, said Transcontinental Oil Company has caused its corporate seal to be hereto affixed and this certificate to be signed by J. B. Parriott, its president, and T. E. Cowell, its secretary, this 28th day of February 1924.

TRANSCONTINENTAL OIL COMPANY.

BY


President.


Secretary.

STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS:

BE IT REMEMBERED that on this twenty-eighth day of February A. D. 1924, personally came before me, *Florence J. Schwartz*, a Notary Public in and for the County and State aforesaid, F. B. Parriett president of Transcontinental Oil Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said F. B. Parriett, as such president, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said president and of the secretary of said corporation to said foregoing certificate are in the handwriting of the said president and secretary of said Company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said Corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Florence J. Schwartz
Notary Public in and for
Allegheny County, State of
Pennsylvania

Francis F. Schuch, (My Seal)
City Commissioner, Erie
April 1, 1924

* * * * *

To Hon. A. R. Benson,

Secretary of State of Delaware.

WE, THE UNDERSIGNED, Wm. F. Reis and C. C. Leake, DO HEREBY CERTIFY that we were appointed by the Board of Directors of Transcontinental Oil Company at a meeting held February 8th, A. D. 1924, judges for the purpose of conducting the vote of stockholders for and against a certain proposed amendment to its Certificate of Incorporation, hereinafter more fully set forth, said voting of the stockholders to be taken at a special meeting of the stockholders of said Transcontinental Oil Company to be held on the 28th day of February A. D. 1924, at eleven o'clock in the forenoon, to consider the resolution duly adopted by the Board of Directors of said Company at a meeting of the said Board duly held and convened, proposing and declaring advisable an amendment to the Certificate of Incorporation of said Company for the purpose of increasing the existing authorized capital stock of said corporation, as hereinafter set forth;

That said proposed amendment was as follows:

That the Certificate of Incorporation of said Transcontinental Oil Company be amended by striking out the Fourth Article of said Certificate of Incorporation, which now reads:

"FOURTH: The total number of shares authorized is Two Million (2,000,000) shares, which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof,

and by inserting in lieu thereof the following:

"FOURTH: The total authorized capital stock of this corporation is two hundred and fifty thousand (250,000) shares of preferred stock of the par value of One Hundred Dollars (\$100) per share, amounting in the aggregate to Twenty-Five Million Dollars (\$25,000,000), and four million (4,000,000) shares of common stock, which shares of common stock are without nominal or par value.

Said common stock, without nominal or par value, may be issued by the corporation from time to time, for such consideration as may be fixed from time to time by the Board of Directors thereof.

1.. The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors, dividends from the net profits or surplus of the corporation, at the rate of seven per centum (7%) per annum, and no more. Said dividends shall commence to accrue from the date of the issuance of either temporary or permanent certificates representing said preferred stock, and shall be payable quarterly. The first dividend shall be payable September 1, 1924, and thereafter the dividend shall continue to be payable quar-

early on the first days of each successive December, March, June and September. Said dividends on the preferred stock shall be cumulative so that if the corporation shall fail in any fiscal year to pay said dividends in full, on all of the issued and outstanding preferred stock, said dividends shall thereafter be fully paid, but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever full cumulative dividends upon the preferred stock for all previous dividend periods shall have been paid, and the full installments for the then current fiscal year shall have been paid, or declared and a sum sufficient for the payment thereof set apart, the Board of Directors may without further distribution on the preferred stock in any such fiscal year, declare and pay dividends out of the remaining surplus or net profits of the corporation on the common stock.

2. Each share of the preferred stock shall entitle the holder thereof to ten votes, and each share of common stock shall entitle the holder of such common stock to one vote.

3. In the event of voluntary liquidation, dissolution, winding up of the corporation or sale of all of its assets, or in the event of any voluntary distribution of its assets to or among common stockholders, other than out of net profits or surplus of the corporation, there shall be paid to the holders of the preferred stock One Hundred and Ten Dollars (\$110.00) per share and all accumulated and unpaid dividends thereon including an amount equal to a dividend at the rate of seven per cent (7%) per annum from the last dividend date to the date of such payment, before any sum shall be paid to or any assets distributed among the holders of the common stock; and after such payment to the holders of the preferred stock the whole of the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common stock according to their respective shares.

4. In the event of involuntary liquidation, dissolution, or winding up of the corporation, or involuntary sale of all of its assets, there shall be paid to the holders of the preferred stock One Hundred Dollars (\$100.00) per share and all accumulated and unpaid dividends thereon, including an amount equal to a dividend at the rate of seven per cent (7%) per annum from the last dividend date to the date of such payment, before any sum shall be paid to or any assets distributed among the holders of common stock; and after such payment to the holders of the preferred stock, the whole of the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common stock according to their respective shares.

5. In the event of any merger or consolidation of the corporation there shall be paid to all holders of preferred stock who do not in writing waive such payment, One Hundred and Ten Dollars (\$110.00) per share and all accumulated and unpaid dividends thereon, including a dividend at the rate of seven per cent (7%) per annum from the last dividend date to the date of such payment before any such merger or consolidation shall be consummated, and upon such payment the holders of the preferred stock not so waiving shall cease to have any right in and to the corporation and its assets by reason of ownership of such preferred stock.

6. The corporation shall have the right to redeem all of the preferred stock or any part thereof, on any dividend date, at the option of the Board of Directors of the corporation, by paying therefor in cash, One Hundred and Ten Dollars (\$110.00) per share, together with all unpaid dividends accrued thereon to the date fixed for such redemption. If less than the whole of the outstanding preferred stock is to be redeemed, the amount to be redeemed and the method of selecting the shares to be redeemed shall be determined by the Board of Directors.

7. Notice of each such redemption shall be sent to the holder or

holders of record of the preferred stock to be redeemed by mailing the same to such holder or holders at their addresses as the same shall appear on the books of the corporation at least thirty (30) days prior to the date fixed for such redemption, and also by publishing such notice once a week for four successive weeks, the first publication to be not less than thirty (30) days prior to the date fixed for such redemption, in a newspaper published in the English language in the City of New York, State of New York, and a newspaper likewise published in the City of Pittsburgh, State of Pennsylvania. Such notice of redemption having been duly given, if on or before the redemption date named in said notice the funds necessary for such redemption shall have been set aside and shall be and continue available therefor, then, notwithstanding that any certificate or certificates for the shares of preferred stock called for redemption shall not have been surrendered for cancellation, the right of the holder or holders of such shares so called for redemption to receive dividends thereon shall cease and such shares shall not be transferable on the books of the corporation except to the corporation, and thereafter the holder or holders of such stock shall have no rights in or in respect of the corporation by reason of the ownership of the shares so called for redemption other than the right to receive the redemption price and all unpaid dividends accrued to the date fixed for such redemption, without interest, upon the surrender of the certificate or certificates for such stock. All preferred stock redeemed as heretofore provided shall be forthwith cancelled and shall not be re-issued and no stock shall be issued in lieu thereof or in exchange therefor.

8. The corporation shall not without the consent of the holders of two-thirds (2/3) in amount of the outstanding preferred stock expressed in writing or by their affirmative vote at a meeting called for that purpose, either (1) alter or change the preferences hereby given to the preferred stock or any of the provisions herein contained in respect of the preferred stock or create or issue any shares of stock which shall have any preference or priority over or any additional shares of stock which shall be on a parity with the preferred stock authorized to be issued by this certificate, or (2) create or permit the creation of any mortgage or other lien upon any property of the corporation, provided, however, that this provision shall not apply

(a) To purchase money mortgages, to the acquisition of properties subject to mortgages or other encumbrances or to the pledge of liquid or current assets for current loans in the regular conduct of the business of the corporation.

(b) To obligations of the Company to pay the purchase price of property to the extent that such purchase price is payable only out of production from such property of oil, gas, and/or other products, or the proceeds of such production, and/or mortgages, liens, or other encumbrances on such property, or such production or the proceeds thereof to secure such obligations.

(c) To obligations to pay royalties or other similar obligations payable either in kind or in cash out of production of oil, gas, and/or other products; or to obligations to pay to any predecessor in the title and ownership of any leasehold, any percentage or fraction, either in kind out of the production, or in money out of gross or net profit of development, operation, or sale thereof, provided such obligation shall have become effective against said leasehold estate at or prior to the acquisition thereof by the corporation.

(d) To liens or encumbrances created at any time upon marine equipment and/or tank cars or obligations secured thereby, whether for the purchase price or any part thereof.

(e) To obligations or guarantees, or mortgages, liens or other encumbrances in the nature of purchase money mortgages, liens or encumbrances given to the United States of America, or to any corpora-

shall extend thereby in connection with any arrangements at any time entered into by the corporation therewith, or with any such department, agency, instrumentality or corporation, without any limitation as to the extent or maturity of such obligations or guarantees, or mortgages, liens or encumbrances, and further upon property acquired or to be acquired, from the United States, or from any department, agency or instrumentality thereof, or to improvements constructed or to be constructed thereon.

9. From time to time the authorized capital stock of the corporation may be changed and different classes of preferred stock may be created (except as hereinbefore limited) and the common stock may be increased or decreased, classified, changed from no par to par, or from par to no par, and all such stock may be issued in such amounts and proportions as may be determined by the Board of Directors and as may be prescribed by law.

10. No preferred stockholder shall be entitled by reason of ownership of preferred stock to share in any distribution of earnings, surplus, or capital of this corporation, except as hereinbefore expressly provided, or to subscribe for, purchase or receive any part of any new or increased or additional issue of the capital stock of this corporation, nor shall any holder of common stock by reason of such holding be entitled to subscribe for, purchase, or receive any part of the Two Hundred and Fifty Thousand (250,000) shares of preferred stock by this certificate authorized, or any authorized increase thereof."

That at said stockholders' meeting the vote of said stockholders by ballot in person or by proxy, was duly taken for and against said proposed amendment; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendment, and when said vote was completed we did count and ascertain the number of shares voted respectively for or against the proposed amendment and did find and declare that the persons or bodies corporate holding the majority of stock of said corporation entitled to vote had voted for said proposed amendment, to-wit: - 1109316 shares of stock were voted for said proposed amendment and 600 shares of stock were voted against the same, there being 71000000 shares of stock issued and outstanding and entitled to vote.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto this 28th day of February, 1924.

Wm. A. Jones
Chas. C. Cheney
JUDGES.

CERTIFICATE OF REDUCTION OF CAPITAL

of

TRANSCONTINENTAL OIL COMPANY

Pursuant to Section 28 of the General Corporation Law

TRANSCONTINENTAL OIL COMPANY, a corporation existing under the Laws of the State of Delaware, whose original Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Delaware on the 28th day of June, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on the said 28th day of June, 1919, in Certificate of Incorporation record A, Volume 11, page 18, etc., by its President and Secretary, for the purpose of effecting a reduction of its capital under and by virtue of the provisions of Section 28 of Chapter 65 of the Revised Code of the State of Delaware, enacted October 19, 1914, as amended, HARRY CHARRIES as follows, viz.:

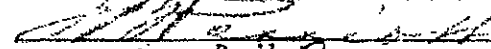

First: That a special meeting of the stockholders of the Company was held at its office in Tulsa, Oklahoma, on July 12, 1929, said meeting having been duly called for the purpose of adopting a resolution authorizing and directing the reduction of the capital of the Company as hereinafter stated, and at least twenty days notice thereof having been duly given in accordance with the by-laws of the Company to the holders of record of all of the stock of the Company having voting power; and that at said special meeting the following resolution was duly adopted by the affirmative votes of the holders of a majority of the total number of shares of the Company having voting powers at the time outstanding, to-wit:

RESOLVED that the capital of Transcontinental Oil Company be and hereby is reduced to the sum of \$40,000,000, of which \$15,750,000, being an amount equal to the par value thereof, shall hereafter be represented by its outstanding shares of Preferred Stock and \$24,250,000, being the remainder of said sum, shall hereafter be represented by its outstanding shares of Common Stock without par value; that such reduction shall be and is hereby effected by reducing the amount of capital represented by said shares of Common Stock to the amount last mentioned; and that the proper officers of said Company be and hereby are authorized and directed to cause to be made, executed, acknowledged, filed, recorded and published, a certificate of the fact of the adoption of this resolution, stating that the assets of said Company remaining after such reduction are sufficient to pay any debts of said Company, the payment of which has not been otherwise provided for, all pursuant to and in the manner provided in Section 28 of the General Corporation Law of the State of Delaware.

Second: That the assets of the Company remaining after such reduction are sufficient to pay any debts of the Company, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF this Certificate is made under the seal of said Transcontinental Oil Company and signed by its President and its Secretary, this 12th day of July, A. D. 1929.

TRANSCONTINENTAL OIL COMPANY


President

Secretary

STATE OF OKLAHOMA

SS.

COUNTY OF TULSA

BE IT REMEMBERED that on this twelfth day of July, A. D. 1929, I, HELEN K. SEAMAN, a Notary Public for the State of Oklahoma, do hereby certify that F. B. PARRIOTT, President of TRANSCONTINENTAL OIL COMPANY, known to me personally to be such, duly executed the foregoing Certificate before me, and that the said F. B. Parriott, President as aforesaid, duly acknowledged that the signatures of the said President and of the Secretary of said corporation to said Certificate appended are in the handwriting of the said President and the said Secretary of said corporation, respectively, and that the corporate seal to the said Certificate affixed is the common or corporate seal of said corporation and that the same was duly affixed by authority of the stockholders and directors of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of office, the day and year aforesaid.


Notary Public.

My commission expires January 29, 1933.

CERTIFICATE of AMENDMENT of the CERTIFICATE of INCORPORATION
of
TRANSCONTINENTAL OIL COMPANY

TRANSCONTINENTAL OIL COMPANY, a corporation existing under the laws of the State of Delaware, whose original Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on the 28th day of June, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on the said 28th day of June, 1919, in Certificate of Incorporation Record A, Volume 11, page 18, etc., by its President and Secretary, hereby sets forth an amendment of its Certificate of Incorporation, under and by virtue of the provisions of Chapter 65 of the Revised Code of the State of Delaware, enacted October 19, 1914, as amended, as follows, viz:

The said Transcontinental Oil Company amends its said Certificate of Incorporation:

(1) By striking out the first two unnumbered paragraphs of Article Fourth of said Certificate of Incorporation and substituting in lieu thereof two new paragraphs of said Article Fourth to read as follows:

"Fourth. The total authorized capital stock of this Corporation is one hundred and fifty seven thousand two hundred (157,200) shares of preferred stock of the par value of One Hundred dollars (\$100.) per share, amounting in the aggregate to Fifteen Million Seven Hundred and Fifty Thousand Dollars (\$15,750,000), being the amount now outstanding, and seven million (7,000,000) shares of common stock, which shares of common stock are without par value.

The common stock of this Corporation without par value may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors; and said Board shall have authority to determine that only a part of the consideration which shall be received by this Corporation for any shares of its said common stock which it shall issue from time to time shall be capital. Without limiting the discretionary power conferred by the foregoing provision or by statute, said Board is hereby authorized to issue or utilize all or any part of such common stock and on the cash or consideration received therefor, upon such basis, terms and conditions as said Board may in its discretion deem advisable, for the purpose of redeeming through purchase, conversion and/or exchange all or any part of the preferred stock of this Corporation, including any arrears of dividends thereon".

(2) And by striking out the last sentence of paragraph 7 of Article Fourth of said Certificate of Incorporation and substituting in lieu thereof a new sentence to read as follows:

"All shares of the preferred stock of the Corporation redeemed as hereinbefore provided or purchased, converted and/or exchanged by the application of capital or out of surplus or surrendered to the Corporation upon the exchange thereof into or for shares of common stock of the Corporation and/or cash or other consideration pursuant to the provisions of this Certificate of Incorporation shall be forthwith cancelled and shall not be re-issued".


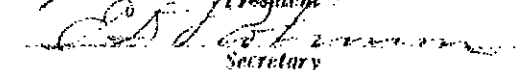
(3) And by inserting a new paragraph in and at the end of Article Ninth of said Certificate of Incorporation to read as follows:

"The board of directors shall have power to make, alter or repeal the by-laws of this Corporation, except as otherwise expressly provided in a by-law hereafter adopted by the stockholders entitled to vote; but by-laws so made or altered by the directors may be altered or repealed by such stockholders."

And the said Transcontinental Oil Company, by said President and Secretary, hereby certifies that the hereinabove set forth amendment of its Certificate of Incorporation has been duly adopted by it, the said Transcontinental Oil Company, in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware, as amended, and that the capital of said Transcontinental Oil Company will not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF this Certificate is made under the seal of said Transcontinental Oil Company and signed by its President and its Secretary, this 12th day of July, A. D. 1929.

TRANSCONTINENTAL OIL COMPANY


President

Secretary

for Dec 27

CERTIFICATE OF APPLICATION OF CAPITAL
TO PURCHASE OF PREFERRED STOCK AND OF
REDUCTION OF CAPITAL AND OF AMENDMENT
OF CERTIFICATE OF INCORPORATION,

of

TRANSCONTINENTAL OIL COMPANY

Pursuant to Section 27 of the General Corporation Law

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Transcontinental Oil Company, a corporation of the State of Delaware (hereinafter sometimes called the Corporation), for the purpose of filing a certificate pursuant to the provisions of Section 27 of Chapter 65 of the Revised Code of the State of Delaware, enacted October 19, 1914, is amended, hereby certifies as follows:

FIRST: That, in accordance with the provisions of its Certificate of Incorporation as amended, the Corporation has purchased, at not exceeding the price or prices at which the same were redeemable, 157,500 shares of its issued and outstanding 7% Cumulative Preferred Stock of the par value of \$100. per share, being all the outstanding shares of said Preferred Stock, and has applied to such purchase an amount of its capital equal to \$15,750,000.00, which is not greater than the consideration received by the Corporation for said shares which is capital pursuant to the provisions of Section 14 of said Chapter 65.

SECOND: That the assets of the Corporation remaining after such purchases are sufficient to pay any debts of the Corporation, the payment of which has not been otherwise provided for.

THIRD: That the Certificate of Incorporation of the Corporation prohibits the reissue of said 157,500 shares of Preferred Stock, and accordingly that the authorized preferred capital stock of the Corporation has been reduced to the extent of the aggregate par value of said 157,500 shares of Preferred Stock so purchased.

FOURTH: That the capital of the Corporation, upon the filing and recording of this Certificate, as required by said Section 27 of said Chapter 65, shall be deemed to be and shall be reduced by said sum of \$15,750,000.00, being the amount of capital of the Corporation applied to the purchase of Preferred Stock as above stated.

FIFTH: That, pursuant to due authorization by the Board of Directors of the Corporation, Article Fourth of the Certificate of Incorporation of the Corporation as amended is hereby amended so as to eliminate all reference to the shares of Preferred Stock so purchased and so that said Article as so amended shall read as follows:

"Fourth: The total authorized capital stock of this Corporation is seven million [7,000,000] shares of common stock, which shares of common stock are without par value.

The common stock of this Corporation with-

out per value may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors; and said Board shall have authority to determine that only a part of the consideration which shall be received by this Corporation for any shares of its said common stock which it shall issue from time to time shall be capital."

IN WITNESS WHEREOF, this Certificate is made under the corporate seal of the Corporation and the hands of its President and its Assistant Secretary, this 27th day of November, 1929.

TRANSCONTINENTAL OIL COMPANY,

By

President

Assistant Secretary

STATE OF OKLAHOMA,)
 : SS
COUNTY OF TULSA,)

BE IT REMEMBERED that on this 27th day of November, 1929, personally came before me, Helen K. Seaman, a Notary Public in and for the State and County aforesaid, F. B. Parriott, President of Transcontinental Oil Company, a corporation of the State of Delaware, known to me personally to be the same person whose name is subscribed to the foregoing certificate as such President, and to be such President, and he, the said F. B. Parriott, as such President, duly executed said Certificate and acknowledged said Certificate to be his act and deed; that the facts stated in said Certificate are truly set forth; that the signatures of himself, as President and W. J. Wilson as Assistant Secretary of said Company, to said Certificate are in the handwriting of himself as said President and of W. J. Wilson as said Assistant Secretary; that the seal affixed to said Certificate is the common corporate seal of said Company; and that the act of sealing, signing and acknowledging said Certificate was duly authorized by the Board of Directors of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Helen K. Seaman
Notary Public

My commission expires:

January 29, 1933.

CERTIFICATE of AMENDMENT of the CERTIFICATE of INCORPORATION
of
TRANSCONTINENTAL OIL COMPANY

TRANSCONTINENTAL OIL COMPANY, a corporation existing under the laws of the State of Delaware, whose original Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on the 28th day of June, 1919, and recorded in the Office of the Recorder of Deeds for New Castle County, State of Delaware, on the said 28th day of June, 1919, in Certificate of Incorporation Record A, Volume 11, page 18, etc., by its President and Secretary, hereby sets forth an amendment of its Certificate of Incorporation, under and by virtue of the provisions of Chapter 65 of the Revised Code of the State of Delaware, enacted October 19, 1914, as amended, as follows, viz:

The said Transcontinental Oil Company amends its said Certificate of Incorporation,

"By striking out Article Fourth thereof and inserting in lieu thereof a new Article Fourth which shall read as follows:

FOURTH: The total authorized capital stock of this corporation is 8,000,000 shares without par value, which may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors of this corporation; and said Board shall have authority to determine that only a part of the consideration which shall be received by this corporation for any shares of said stock which it shall issue from time to time shall be capital.

Shares of the previously authorized common stock of this corporation, consisting of 7,000,000 shares of said common stock without par value (including therein both issued and unissued shares), shall be and hereby are changed into or reclassified as 3,500,000 shares of the above mentioned capital stock of this corporation and upon such change or reclassification each two shares of said common stock (whether issued or unissued) shall be and hereby are changed into or reclassified as one share of said capital stock of this corporation; and one share of said capital stock shall be and hereby is substituted for and takes the place of each two issued shares of said common stock, without any distribution of assets or surplus, and the amount of capital represented by said shares of capital stock of this corporation so substituted in the aggregate shall be the same as the aggregate amount of capital represented by said issued shares of common stock so changed or reclassified. Holders of stock certificates for said shares of common stock shall be entitled, upon surrender for cancellation of their respective stock certificates therefor, to receive new stock certificates for shares of said capital stock on the basis aforesaid. Fractions of a share of said capital stock resulting from said change or reclassification shall be represented by scrip certificates to be issued upon such terms and conditions (including without limitation non-voting and non-dividend-bearing provisions, if deemed advisable) as the Board of Directors of this corporation shall fix and determine.

All shares of the above mentioned authorized capital stock of this corporation not to be outstanding after giving effect to said change or reclassification shall be available for issue in accordance with the provisions of the Certificate of Incorporation of this corporation as amended and of the statutes in such case made and provided."

And the said Transcontinental Oil Company, by said President and Secretary, hereby certifies that the hereinabove set forth amendment of its Certificate of Incorporation has been duly adopted by it, the said Transcontinental Oil Company, in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware, as amended, and that the capital of said Transcontinental Oil Company will not be reduced under or by reason of said amendment.

In Witness Whereof this Certificate is made under the seal of said Transcontinental Oil Company and signed by its President and its Secretary, this 4th day of March, A. D. 1930.

TRANSCONTINENTAL OIL COMPANY

[Signature]
President

[Signature]
Secretary

TRANSCONTINENTAL OIL COMPANY

CERTIFICATE

We, the undersigned, being the President, the Secretary and the Treasurer of Transcontinental Oil Company, a Delaware corporation hereby certify as follows:

FIRST: That attached hereto are the original consents in writing of at least two-thirds in interest of all the stockholders of said corporation having voting power to the dissolution of said corporation, given and signified at a special meeting of stockholders of said corporation duly called and held at the office of said corporation, 18th floor, Thompson Building, Fifth and Boston Avenues, Tulsa, Oklahoma, on August 15th, 1930, at 10 A. M. Central Standard Time of that day, and between the hours of 10 o'clock in the forenoon and 3 o'clock in the afternoon of said day, for the purpose of considering and taking action upon the resolution for the dissolution of said corporation set forth in said consents and duly adopted as therein stated by the Board of Directors of said corporation at a meeting of said Board duly called and held for such purpose on July 1, 1930; that the signatures to said consents are the true signatures of the stockholders and proxies signing the same; and that the proxies signing said consents were thereto duly authorized in writing by the stockholders of said corporation, holding of record the number of shares of capital stock of said corporation having voting power, as specified in said consents.

SECOND: That the list of the names and residences of the officers and directors of said corporation hereto attached is a true and correct list of such officers and directors and correctly sets forth the names and residences of such officers and directors respectively.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed the corporate seal of said corporation this 15th day of August, 1930.

(Corporate Seal)


President


Secretary


Treasurer

ATTEST:


Secretary.

Special Meeting of Stockholders
August 15, 1930.

CONSENT TO DISSOLUTION

The undersigned, as attorneys, agents, and proxies for the holders of record of 2310,397 shares of the capital stock having voting power of Transcontinental Oil Company, a Delaware corporation, at the special meeting of stockholders of said company duly called and held this 15th day of August, 1930, pursuant to the following preamble and resolution, duly adopted by a majority of the whole Board of Directors of said company at a meeting thereof duly called and held for such purpose on July 1, 1930; namely,

"WHEREAS, this Board has, by resolution unanimously adopted, approved the sale of all the property and assets of this company, including its good-will and corporate franchises, to The Ohio Oil Company, an Ohio corporation, upon the terms and conditions and for the consideration set forth in a certain agreement dated June 9, 1930, between this company and said The Ohio Oil Company, and has further approved, authorized, ratified and confirmed the execution and delivery of such agreement; and

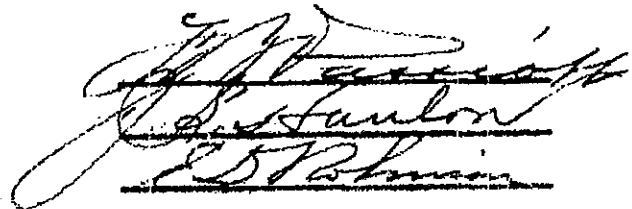
WHEREAS, this Board has also, by resolution, unanimously adopted, deemed and declared that, in its judgment, the terms and conditions of, as well as the consideration for, such sale are expedient and for the best interests of this company; and

WHEREAS, such sale of the property and assets of this company, and the said agreement therefor, are subject to, and are being submitted for, approval and ratification by the stockholders of this company, pursuant to the laws of the State of Delaware, and to and for approval and ratification by the stockholders of said The Ohio Oil Company, pursuant to the laws of the State of Ohio;

RESOLVED that, in the judgment of the Board of Directors of this company, it is deemed advisable and most for the benefit of this company that it should be dissolved, in the event that the stockholders of this company and of said The Ohio Oil Company shall duly approve said sale of the property and assets of this company and the said agreement therefor, dated June 9, 1930, shall authorize the due performance of said agreement, forthwith upon the substantial performance and consummation of said agreement by the transfer and conveyance of all the property and assets of this company, including its good-will and corporate franchises, to said The Ohio Oil Company, pursuant to said agreement; and that to that end, and as required by law, it is hereby ordered and appointed that a special meeting of stockholders of this company having voting power be, and hereby is, called to be held on the 15th day of August, 1930, at the office of this company, 12th floor, Thompson Building, Fifth and Boston Avenues, in the City of Tulsa, Oklahoma, at ten o'clock in the forenoon, Central Standard Time, to take action upon this resolution."

and being thereunto expressly authorized in writing by such holders, has consented and do hereby consent, on behalf of such holders, that a dissolution of said company shall take place, and do hereby further signify their consent to such dissolution.

Dated at Tulsa, Oklahoma,
August 15, 1930.



Proxies.

TRANSCONTINENTAL OIL COMPANY

Special Meeting of Stockholders
August 15, 1930.

CONSENT TO DISSOLUTION

The undersigned, as the holder of record of 75 shares of the capital stock having voting power of Transcontinental Oil Company, a Delaware corporation, at the special meeting of stockholders of said company duly called and held this 15th day of August, 1930, pursuant to the following preamble and resolution, duly adopted by a majority of the whole Board of Directors of said company at a meeting thereof duly called and held for such purpose on July 1, 1930, namely,

"WHEREAS, this Board has, by resolution unanimously adopted, approved the sale of all the property and assets of this company, including its good-will and corporate franchises, to The Ohio Oil Company, an Ohio corporation, upon the terms and conditions and for the consideration set forth in a certain agreement dated June 9, 1930, between this company and said The Ohio Oil Company, and has further approved, authorized, ratified and confirmed the execution and delivery of such agreement; and

WHEREAS, this Board has also, by resolution, unanimously adopted, deemed and declared that, in its judgment, the terms and conditions of, as well as the consideration for, such sale are expedient and for the best interests of this company; and

WHEREAS, such sale of the property and assets of this company, and the said agreement therefor, are subject to, and are being submitted for, approval and ratification by the stockholders of this company, pursuant to the laws of the State of Delaware, and to and for approval and ratification by the stockholders of said The Ohio Oil Company, pursuant to the laws of the State of Ohio;

RESOLVED that, in the judgment of the Board of Directors of this company, it is deemed advisable and most for the benefit of this company that it should be dissolved, in the event that the stockholders of this company and of said The Ohio Oil Company shall duly approve said sale of the property and assets of this company and the said agreement therefor, dated June 9, 1930, shall authorize the due performance of said agreement, forthwith upon the substantial performance and consummation of said agreement by the transfer and conveyance of all the property and assets of this company, including its good-will and corporate franchises, to said The Ohio Oil Company, pursuant to said agreement; and that to that end, and as required by law, it is hereby ordered and appointed that a special meeting of stockholders of this company having voting power be, and hereby is, called to be held on the 15th day of August, 1930, at the office of this company, 15th floor, Thompson Building, Fifth and Boston Avenues, in the City of Tulsa, Oklahoma, at ten o'clock in the forenoon, Central Standard Time, to take action upon this resolution."

has consented and does hereby consent that the dissolution of said company shall take place, and does hereby further signify his consent to such dissolution.

Dated at Tulsa, Oklahoma,
August 15, 1930.


Stockholder.

LIST OF THE NAMES AND RESIDENCES
OF THE DIRECTORS AND OFFICERS

OF

TRANSCONTINENTAL OIL COMPANY

August 15, 1930.

DIRECTORS

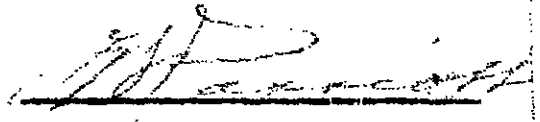


<u>NAME</u>	<u>RESIDENCE</u>
J. G. ADAMS	2151 South Norfolk Terrace, Tulsa, Oklahoma.
AMES L. BEATTY	Hotel Plaza, New York City, New York.
HARVEY SCHWELL	5757 Kimbark Avenue, Chicago, Illinois.
J. S. HANCOCK	2212 E. 13th Street, Tulsa, Oklahoma.
L. B. McCANNON	1411 South Frisco, Tulsa, Oklahoma.
J. M. HOLLIDAY	1344 Terrace Drive, Tulsa, Oklahoma.
F. B. PARRIOTT	2119 South Madison, Tulsa, Oklahoma.
HOW. B. ROBINETTE	12 East Chestnut Avenue, Chestnut Hill, Pa.
E. D. ROBINSON	250 Sunset Drive, Tulsa, Oklahoma.
THEODORE SCHULZ	270 Parks Avenue, New York City, N. Y.
MURLEY G. B. WHITNEY	89 North Street, Greenwich, Conn.

OFFICERS:

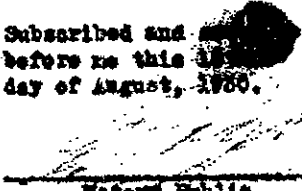
AMES L. BEATTY, Chairman of Board of Directors	Hotel Plaza, New York City, New York.
F. B. PARRIOTT, President	2119 South Madison, Tulsa, Oklahoma.
J. G. ADAMS, Vice-President	2151 South Norfolk Terrace, Tulsa, Oklahoma.
M. W. Bottonfield, Vice-President	La Valencia Hotel, La Jolla, California.
J. M. Holliday, Vice-President	1344 Terrace Drive, Tulsa, Oklahoma.
L. B. McCannon, Vice-President	1411 South Frisco, Tulsa, Oklahoma.
E. D. Robinson, Secretary and Treasurer	250 Sunset Drive, Tulsa, Oklahoma.
W. J. Algiers, Assistant Secretary and Treasurer	2028 East Second Street, Tulsa, Oklahoma.
W. J. Wilson, Assistant Secretary	1439 North Elwood Street, Tulsa, Oklahoma.
S. K. Sawyer, Assistant Treasurer	1216 South College, Tulsa, Oklahoma.

STATE OF OKLAHOMA)
 : ss.
COUNTY OF TULSA)

F. B. PARRIOTT, the President, and E. D. ROBINSON, the Secretary and the Treasurer, of Transcontinental Oil Company, a Delaware corporation, being duly sworn, on oath depose and say that the foregoing certificate subscribed by them, to which are attached the consents of the stockholders of said Company to the dissolution of said Company, and a list of the names and residences of the officers and directors of said Company, is true and correct, and that the consents to dissolution of said Company have been signed by more than two-thirds in interest of all the stockholders of said Company having voting power.

Subscribed and sworn to before me this 15th day of August, 1930.


Notary Public
MY COMMISSION
EXPIRES APRIL 27, 1931
J. F. PUGHAN

(NOTARIAL SEAL)